FORM D

308121

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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Prefix		Serial
DA	TE RECEIV	/ED
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Section 4(6)	/ E ULOF	
] Amendment		
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Name of Offering (check if this is an ame	ndment and name has changed, an	d indicate change.)			
Happy Lawn of America, Inc. Co	ommon Stock				!
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	Rule 506	☐ Section 4(6)	ULOE /
Type of Filing:		New Filing		☐ Amendment	
	A. BASI	C IDENTIFICATION I	DATA		
Enter the information requested about	t the issuer				
Name of Issuer (check if this is an ame	endment and name has changed, ar	nd indicate change.)	· · · · · · · · · · · · · · · · · · ·		V 2000
Happy Lawn of America, Inc.			•		/ 0/ X 2004 > >
Address of Executive Offices	(Number and S	treet, City, State, Zip Cod	e) Telephone Number	r (Including Area Code	
1010 Revolutionary Drive, West Ch	ester, PA 19382		(866) 427-79)52	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Address of Principal Business Operations	· · · · · · · · · · · · · · · · · · ·	ip Code)	Telephone Number	r (Including Area Code	
(If different from Executive Offices Same as Ex	ecutive Offices	— — — — — — — — — — — — — — — — — — —	ARTECTIVE.		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Brief Description of Business		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1.114		
Lawn care services			<u> </u>		
Type of Business Organization		ų Vi	AA CA KWA		!
⊠ corporation	☐limited partnership, already	formed -	THOMES	other (please specif	ỳ):
☐ business trust	☐ limited partnership, to be fo	ormed			
Actual or Estimated Date of Incorporation	or Organization	Month 01	<u>Year</u> 2004		!
Actual of Estimated Date of Incorporation	i oi Oiganization.	UI	2004	□ Actual	☐ Estimated
Jurisdiction of Incorporation or Organizat	ion: (Enter two-letter U.S. Po	ostal Service abbreviation	for State: DE		
	CN for Canada; FN for	other foreign jurisdiction)			!

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



		A. BASIC I	DENTIFICATION DATA		
2. Enter the in	formation requested for the	following:			
Each pro	moter of the issuer, if the is	suer has been organized within the p	ast five years;		
Each ber	neficial owner having the po	ower to vote or dispose, or direct the	vote or disposition of, 10% or	more of a class of equity sec	curities of the issuer;
• Each exe	cutive officer and director of	of corporate issuers and of corporate	general and managing partner	s of partnership issuers; and	L .
 Each ger 	neral and managing partner	of partnership issuers.			
or 1	——————————————————————————————————————	Str. Cito	Mr. / om	52m: .	ПС
Check Box(es) that	Promoter	Beneficial Owner	☑ Executive Officer	☑Director	General and/or Managing Partner
Apply:	mana fint (findinghal)				
run Name (Last Ersek, Barrett A	name first, if individual)	·			i
		d Street, City, State, Zip Code)			·
1010 Revolution	nary Drive, West Chester, P.	A 19382			
Check	☐ Promoter	Beneficial Owner of	Executive Officer	⊠Director	☐ General and/or
Box(es) that Apply:	•	General Partner			Managing Partner
	name first, if individual)				
McCulloch, Jr.,	A. Donald			,	i
	dence Address (Number an nary Drive, West Chester, P	d Street, City, State, Zip Code) A 19382			
Check Boxes	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
that Apply:					Managing Partner
ruli Name (Last	name first, if individual)				
Business or Resi	dence Address (Number an	d Street, City, State, Zip Code)			
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Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number an	nd Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)			·	
Business or Res	idence Address (Number ar	nd Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number a	nd Street, City, State, Zip Code)			
		5200, 510, 5100, 21, 6000,			- 🖑 -
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Las	st name first, if individual)				U
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Business or Res	sidence Address (Number a	nd Street, City, State, Zip Code)			
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	b. INFORMATION ABOUT OFFERING		
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes No _X_	
	Answer also in Appendix, Column 2, if filing under ULOE.		1
2.	What is the minimum investment that will be accepted from any individual?	\$30,000.00	
	*The Board of Directors at its discretion may agree to accept an investment of an amount less than the stated minimum investment.	·	
3.	Does the offering permit joint ownership of a single unit?	Yes X No	

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

N/A

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	ull Name (Last name first, if individual)											
siness or Residence Address (Number and Street, City, State, Zip Code)									· · · · · · · · · · · · · · · · · · ·			
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Associated 1	Broker or I	Dealer N/A				· · · · · · · · · · · · · · · · · · ·		······································				
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	Type of Security		Aggregate Offering Price	Amount Aiready Sold
	Debt		\$ 0.00	\$0.00
	Equity		\$ 400,000.00	\$ 260,000.00
	☐ Common Stock	1	700,000.00	<u> </u>
	Convertible Securities (including warrants):			
			\$0.00	\$0.00
	Partnership Interests		\$0,00	\$. <u>0.0</u>
	Other -		\$0.00	
				\$0.0
	Total		\$ 400,000.00	\$ 260,000.00
	Answer also in Appendix, Column 3, if filing under U	LOE.		· 💆 · ·
and the agg persons who	umber of accredited and non-accredited investors who have regate dollar amounts of their purchases. For offerings und b have purchased securities and the aggregate dollar amount answer is "none" or "zero."	er Rule 504, indicate the number of		
			Number	Aggregate
			Investors	Dollar Amount
				of Purchases
	Accredited Investors		4	\$ 260,000.0
	Non-accredited Investors		0	35 0.0
	Non-accredited Investors		0	
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under U	LOE.	0	\$
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by the issue securities in Applicable a. Furnish this offering be given a	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under Ut is for an offering under Rule 504 or 505, enter the informer, to date, in offerings of the types indicated, in the twelve in this offering. Classify securities by type listed in Part C = 0 Type of Offering Rule 505 Regulation A Rule 504 Total In a statement of all expenses in connection with the issuance g. Exclude amounts relating solely to organization expenses a subject to future contingencies. If the amount of an end check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expense (Identify)	LOE. ation requested for all securities sold (12) months prior to the first sale of Question 1. e and distribution of the securities in s of the issuer. The information may conditure is not known, furnish an	Type of Security	Dollar Amount Sold
by the issue securities in Applicable a. Furnish this offering be given a	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under Ut is for an offering under Rule 504 or 505, enter the informer, to date, in offerings of the types indicated, in the twelve in this offering. Classify securities by type listed in Part C = 0 Type of Offering Rule 505 Regulation A Rule 504 Total In a statement of all expenses in connection with the issuance g. Exclude amounts relating solely to organization expenses a subject to future contingencies. If the amount of an end check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	LOE. ation requested for all securities sold (12) months prior to the first sale of Question 1. e and distribution of the securities in s of the issuer. The information may conditure is not known, furnish an	Type of Security	\$
a. Furnish this offering be given a estimate an	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under Ut is for an offering under Rule 504 or 505, enter the informer, to date, in offerings of the types indicated, in the twelve in this offering. Classify securities by type listed in Part C = 0 Type of Offering Rule 505 Regulation A Rule 504 Total In a statement of all expenses in connection with the issuance g. Exclude amounts relating solely to organization expenses a subject to future contingencies. If the amount of an end check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expense (Identify)	LOE. ation requested for all securities sold (12) months prior to the first sale of Question 1. e and distribution of the securities in s of the issuer. The information may conditure is not known, furnish an	Type of Security	Dollar Amount Sold

response to Part C - Question 4.a. This difference is the "adjusted gros	ss proceeds to the issuer		፮ 390,000.00
Indicate below the amount of the adjusted gross proceeds to the issuer use the amount for any purpose is not known, furnish an estimate and check the listed must equal the adjusted gross proceeds to the issuer set forth in response	he box to the left of the estimate.	The total of the payments	
		Payment to Officers, Directors, & Affiliates	Payment To Others
alaries and fees		□ s <u>0.00</u>	□ s <u>0.00</u>
urchase of real estate		□ s <u>0.00</u>	_
urchase, rental or leasing and installation of machinery and equipment	······································	□ \$ 0.00	_
onstruction or leasing of plant buildings and facilities	***************************************	□ s <u>0.00</u>	□s 0.00
equisition of other businesses (including the value of securities involved in the change for the assets or securities of another issuer pursuant to a merger)		□ \$ <u>0.00</u>	□\$ <u>000</u>
epayment of indebtedness		\$	\$0.00
/orking capital and General Corporate Purposes		□ \$ <u>0.00</u>	\$ 390,000.00
Mher (specify):	——————————————————————————————————————		
		□ s	□ s 0.00
olumn Totals		\$0.00	⊠ \$390,000.00
otal Payments Listed (column totals added)		⊠ \$	390,000.00
· :			
			•
D. FE	DERAL SIGNATURE		
he issuer had duly caused this notice to be signed by the undersigned duly andertaking by the issuer to furnish to the U.S. Securities and Exchange Concerdited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice is mmission, upon written request of	filed under Rule 505, the f	ollowing signature constitutes mished by the issuer to any n
ssuer (Print or Type)	Signature		Date
IAPPY LAWN OF AMERICA, INC.	199		10/3/ /2004
lame of Signer (Print or Type)	Title of Signer (Print or Type)	13	
errett A. Ersek	President		
,		•	
			•

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	E. STATE SIGNATURE	
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	:
	See Annendiy Column 5 for state response	: - • • • • • • • • • • • • • • • • • • •

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the Issuer Is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
HAPPY LAWN OF AMERICA, INC.	10/3//2004
<u> </u>	1/1/200
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Barrett A. Ersek	President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy of every notice on Form D must be manually signed.

Appendix Type of investor and amount purchased in state (Part C – Item 2)** Disqualification under state Intend to sell to Type of security and aggregate ULOE (if yes, attach explanation of waiver non-accredited offering price offered in state investors in (Part C - Item 1) granted) (Part E - Item 1) State ({Part B -Item 1) State No Common Stock in the amount of Number of Number of Yes \$400,000.00 Accredited Non-accredited investors Investors Amount Amount Yes No AL AK AZ AR CA CO CT DE DC FL X \$400,000 \$100,000 \$0.00 X GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO MT NE

1	non-ac	tend to sell to in-accredited vestors in ate ({Part B - em 1)			e of investor rt C – Item 2)	and amount purchased	Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)			
State	Yes	No	Common Stock in the amount of \$400,000.00		Number of Accredited investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
NV					nivestors	1 Milouis	nivostoro.	12110411	105	
NH										ļ
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OK				-			· · · · · · · · · · · · · · · · · · ·			
OR										
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sc										
SD										
TN		1		-	<u> </u>				<u> </u>	
TX		X	\$400,000.00		1	\$30,000	0	\$0.00		-\-x
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VA	-			-					\ 	
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